

The Charter of the Tulane Alumni Association
As amended by the Board of Directors, May 1, 2004
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Article 1

NAME

The name and title of this Association shall be the Tulane Alumni Association ("the Association").

Article 2

PRINCIPAL OFFICE

The domicile and principal office of the Association shall be the Tulane Alumni House, 6319 Willow Street, New Orleans, Orleans Parish, Louisiana 70118.

Article 3

MISSION

The Tulane Alumni Association, a vital member of the Tulane University community, is dedicated to advancing Tulane's pursuit of its highest potential. The Association provides a forum for meaningful involvement and interaction among alumni, students and university leaders.

Article 4

PURPOSE

The Association is organized exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article 5

PERMITTED ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or to other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of the articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation /organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Article 6

DISSOLUTION

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article 7

MEMBERSHIP

Any person who shall have matriculated in one of the Colleges or Schools of Tulane University in a course of study leading to a degree and who shall have been graduated or shall have honorably withdrawn from the University after completing at least one (1) semester, and is eligible for further study, shall be a member of the Association. At its discretion, the Board of Directors may establish criteria for Honorary Memberships and approve such for deserving individuals.

Article 8

DURATION AND APPLICABLE LAW

The Association shall have perpetual existence and shall have all of the powers granted to Nonprofit Corporations by the laws of the State of Louisiana, as now in effect or as hereafter amended.

Article 9

BOARD OF DIRECTORS

Section 1. GOVERNMENT

The administration of the affairs of the Association shall be vested in a Board of Directors.

Section 2. COMPOSITION

The Board of Directors will consist of the following:

- (a) One representative from each of the Colleges and Schools of Tulane University existing at the time of any annual election.
- (b) Eleven representatives from Tulane Clubs.
- (c) Three members-at-large to be elected from the general membership.
- (d) The Executive Committee of the Association.
- (e) All past presidents, not otherwise holding office in the Association ex-officio, who shall serve in an advisory capacity for life, without vote.
- (f) The President of the Alumni Club, Association, or Society of each College or School of Tulane University not otherwise holding office in the Association, ex-officio without vote.

Section 3. ROTATION OF ASSIGNMENTS

Rotation of Assignments of the Board directors will be as follows:

- Year #1 5 Constituent (Colleges) Group positions will be filled
 At-Large position will be filled
 Remaining positions will be filled from Tulane Clubs
- Year #2 6 Constituent (Colleges) Group positions will be filled
 2 At-Large positions will be filled
 Remaining positions will be filled from Tulane Clubs

The list of constituent groups will be put in alphabetical order and numbered. Even numbered constituency groups will be filled in Year #1. Odd numbered constituency groups will be filled in Year #2.

Section 4. TERM OF BOARD MEMBERS

The term of office of all the members of the Board of Directors, except the officers, shall be two years. The term shall begin on July 1 of the year of election and end on June 30 two years thereafter. At least eight (8) of the members of the Board must reside outside of the Parishes of Orleans, Jefferson, St. Bernard, and St. Tammany, Louisiana.

Section 5. ELECTION OF DIRECTORS

Twelve (12) in even numbered years, and thirteen (13), in odd numbered years, of the members of the Board of Directors, excluding the Executive Committee, shall be elected or appointed annually. The President shall appoint a nominating committee as provided for in the by-laws.

Section 6. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors, consisting of the officers, Immediate Past President,

Committee Chairs, and the Representative to the Board of Administrators, shall be empowered to act for the Board of Directors in emergencies provided that a majority of all members of the Executive Committee must concur at a meeting called for that purpose or by telephone or mail poll.

Article 10

OFFICERS

Section 1. COMPOSITION The officers of the Association shall consist of a President, a President-elect, a Vice-President, and a Secretary/Treasurer.

Section 2. ELECTION AND TERM

- (a) The officers shall be elected by the existing Board of Directors at the annual meeting.
- (b) The officer's term shall begin July 1 of the year of election and end on June 30 one year thereafter.

Section 3. ELIGIBILITY AND QUALIFICATIONS

- (a) The President of the Association, prior to his/her election, will have served as the immediate past President-elect. If the immediate past President-elect is unable to serve, the Nominating Committee will recommend to the Board of Directors the name of an individual who has previously served as an officer of the Association.
- (b) The Director of Alumni Affairs will be appointed by the President of the University.

Section 4. NOMINATIONS

The Nominating Committee (see Article 9, Section 5) shall also submit to the Board of Directors names of qualified candidates for officers whose terms expire that year.

Article 11

DIRECTOR OF ALUMNI AFFAIRS

The Association shall have a Director of Alumni Affairs who shall be the chief administrative officer of the Association and who shall be responsible to the President of the University and the Board of Directors.

Article 12

MEETINGS

ANNUAL MEETING

There shall be one regular meeting of the Association designated as the annual meeting, the date of which shall be determined by the President of the Alumni Association, due notice of which shall be given at least thirty (30) days in advance.

Article 13

JOURNAL

The Association's official journal shall be designated by the Board of Directors from time to time.

Article 14

TULANE CLUBS

The Board of Directors will encourage the formation of local Tulane Clubs in order to further the objective of the Association. From time to time, the Board of Directors may establish guidelines for the establishment of these organizations.

Article 15

PROCESS

The officer upon whom citation and legal process shall be served shall be the President of the Association and, The

during the President's absence or inability to act, the Secretary/Treasurer will be delegated this responsibility.

Article 16

LIABILITY

No member of this Association shall be held individually liable or responsible for any contracts, debts, or faults of the Association, nor shall any mere informality in organization have the effect of rendering this Charter null or void or exposing a member to any individual liability whatsoever.

Article 17

BYLAWS

The Board of Directors may adopt, amend or repeal by-laws for this Association not inconsistent with the provisions of this Charter.

Article 18

AMENDMENTS

This Charter may be amended at the annual meeting by the vote of two-thirds (2/3) of the members present, provided that notice in writing of such proposed amendments, or by publication in the official journal of the Association, shall be given to the members not less than thirty (30) days prior to the meeting; and provided further that the proposed amendments shall have been approved and recommended by the Board of Directors.